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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	
)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**APPLICATION OF THE AD HOC GROUP OF JUNIOR SECURED NOTEHOLDERS
PURSUANT TO SECTION 107(b) OF THE BANKRUPTCY CODE, BANKRUPTCY
RULE 9018, AND CASE MANAGEMENT ORDER FOR AN ORDER AUTHORIZING
IT TO FILE UNDER SEAL (A) AN UNREDACTED COPY OF THE AD HOC GROUP'S
SUPPLEMENTAL OBJECTION TO DEBTORS' MOTION FOR ENTRY OF AN
ORDER TO PERMIT DEBTORS TO CONTINUE USING CASH COLLATERAL AND
(B) UNREDACTED SUPPORTING EXHIBITS**

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

In connection with the supplemental objection of the Ad Hoc Group of Junior Secured Noteholders' (the "Ad Hoc Group")¹ to the Debtors' motion for entry of an order to permit Debtors to continue using Cash Collateral (the "Supplemental Objection"), and the Exhibits filed in support thereof (the "Supporting Exhibits"), the Ad Hoc Group by and through its undersigned counsel, hereby submits this application (the "Application") pursuant to section 107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code"), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Case Management Order² for authority to file (a) an unredacted copy of the Supplemental Objection and (b) the unredacted Supporting Exhibits under seal. The Ad Hoc Group respectfully states as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2). The predicates for the relief requested herein are Section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018.

Relevant Factual Background

2. On February 17, 2012 White & Case LLP as counsel to the Ad Hoc Group (together with Milbank Tweed Hadley & McCloy LLP,³ "Counsel") entered into a nondisclosure agreement with the Debtors (the "Counsel NDA") under which the Debtors agreed to furnish

¹ The Ad Hoc Group is comprised of certain holders of 9.625% Junior Secured Guaranteed Notes due 2015 (the "Junior Secured Noteholders") issued under that certain Indenture dated as of June 6, 2008.

² Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures [ECF No. 141] (as amended, the "Case Management Order").

³ Milbank Tweed Hadley & McCloy LLP is co-counsel to the Ad Hoc Group.

certain information (the “Evaluation Material”) to Counsel. On February 17, 2012, Houlihan Lokey Capital Inc., (“Houlihan”) as financial advisor to the Ad Hoc Group entered into a nondisclosure agreement with the Debtors under which the Debtors agreed to furnish Evaluation Material to Houlihan (the “Houlihan NDA” and, together with the Counsel NDA, the “NDAs”). The NDAs impose certain restrictions on the disclosure of any such Evaluation Material.

3. In certain instances, the Supplemental Objection refers to and/or includes certain Evaluation Material. In accordance with the NDAs, any such reference to or inclusion of Evaluation Material have been redacted from the Supplemental Objection as filed to the Docket.

4. The Supporting Exhibits refer to and/or include certain Evaluation Material.

Relief Requested

5. By this Application, the Ad Hoc Group requests entry of an order, substantially in the form attached hereto as Exhibit A, pursuant to Section 107(b) of Bankruptcy Code, Bankruptcy Rule 9018, and the Case Management Order, authorizing the Ad Hoc Group to file (a) an unredacted copy of the Supplemental Objection and (b) the unredacted Supporting Exhibits under seal.

Basis for Relief

6. Section 107(b) of the Bankruptcy Code provides that “[o]n request of a party in interest, the bankruptcy court shall . . . protect an entity with respect to a trade secret or confidential research, development, or commercial information.” 11 U.S.C. § 107(b). In addition, Bankruptcy Rule 9018 provides that “[o]n motion or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development or commercial information.” Fed. R. Bankr. P. 9018(1).

7. Paragraph 22 of the Case Management Procedures provides:

If a party seeks to file any document (including any Filing) or part thereof under seal, such party shall file either (a) a motion with the Court seeking such relief (a “Motion to File Under Seal”), with notice thereof to parties entitled to such notice under the Bankruptcy Rules, and shall schedule a hearing on such motion at the next Omnibus Hearing in accordance with the provisions of this Order or (b) a notice of presentment of an order granting such relief (a “Seal Order”) pursuant to Local Bankruptcy Rule 9074-1(b) (a “Notice of Presentment of Seal Order”), with notice thereof to parties entitled to such notice under Local Bankruptcy Rule 9074-1(b). Contemporaneously with the filing of a Motion to File Under Seal or a Notice of Presentment of Seal Order, the party shall transmit to the Court’s chambers a copy of such Motion to File Under Seal or Seal Order and, if the movant determines it is necessary or appropriate, the document(s) sought to be sealed. The party may seek to shorten the notice period for a Motion to File Under Seal or a Notice of Presentment of Seal Order upon proper motion (which may be made as part of the Motion to File Under Seal).

8. To comply with the confidentiality restrictions in the NDAs, the Ad Hoc Group seeks authority to file (a) an unredacted copy of the Supplemental Objection and (b) the unredacted Supporting Exhibits under seal.

9. No party in interest will be prejudiced by the relief requested.

10. For the foregoing reasons, the Ad Hoc Group respectfully requests that this Court grant the relief requested herein.

Prior Requests

11. No prior request for the relief sought in this Application has been made to this or any other court.

Conclusion

12. WHEREFORE, the Ad Hoc Group respectfully requests that the Court enter an order substantially in the form attached hereto as Exhibit A, authorizing the Ad Hoc Group to file under seal (a) an unredacted copy of the Supplemental Objection and (b) the Supporting Exhibits.

Dated: May 11, 2013
New York, New York

Respectfully submitted,

By: /s/ J. Christopher Shore
J. Christopher Shore

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